

RECORDATION NO. 29375 FILED

AUG 11 '10 -12 00 PM

**SURFACE TRANSPORTATION BOARD**

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August 11, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W  
Washington, D.C 20423

Contract 3-8871

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of May 11, 2010, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are

Lessor: American Railcar Leasing LLC  
620 North Second Street  
St Charles, Missouri 63301

[Lessee: Corn Products International, Inc  
5 Westbrook Corporate Center  
Westchester, IL 60154]

Section Chief  
July 22, 2010  
Page 2

A description of the railroad equipment covered by the enclosed document is

25 railcars: SHPX 210597 - SHPX 210621

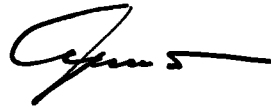
A short summary of the document to appear in the index is

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

AUG 11 '10 -12 00 PM

**MEMORANDUM OF LEASE**

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC, Shippers Third LLC, and ARL Fifth LLC all with respect to Corn Products International, Inc. a Delaware Corporation ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

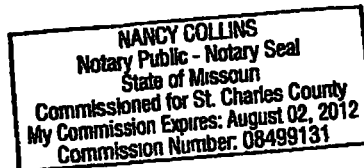
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By:   
Name: Brian Evdo  
Title: VP – Business Development

STATE OF MISSOURI                    )  
  ) ss :  
COUNTY OF ST. CHARLES         )

On this 11th day of May, 2010, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



  
Notary Public  
My commission expires on 8/2/2012

# Schedule A

## Equipment

### Corn Products International

Contract 3-8871 dtd 11/2/10

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	210597
	Tank	SHPX	210598
	Tank	SHPX	210599
	Tank	SHPX	210600
	Tank	SHPX	210601
	Tank	SHPX	210602
	Tank	SHPX	210603
	Tank	SHPX	210604
	Tank	SHPX	210605
	Tank	SHPX	210606
	Tank	SHPX	210607
	Tank	SHPX	210608
	Tank	SHPX	210609
	Tank	SHPX	210610
	Tank	SHPX	210611
	Tank	SHPX	210612
	Tank	SHPX	210613
	Tank	SHPX	210614
	Tank	SHPX	210615
	Tank	SHPX	210616
	Tank	SHPX	210617
	Tank	SHPX	210618
	Tank	SHPX	210619
	Tank	SHPX	210620
	Tank	SHPX	210621

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

8 / 11 / 10



\_\_\_\_\_  
Robert W. Alvord